

COMBINED DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATION

As a below-named inventor, I hereby declare that:

My residence, post office address, and citizenship are as stated below next to my name.

I believe I am the original, first, and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled ELECTRONIC PAYMENT SYSTEM UTILIZING INTERMEDIARY ACCOUNT, the specification of which

is attached hereto.

was filed on _____ as United States Patent Application No. or PCT International Application No. _____ and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information that is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code § 119(a)-(d) or 365(b) of any foreign application(s) for patent or inventor's certificate, or 365(a) of any PCT international application which designated at least one country other than the United States of America, listed below and have also identified below any foreign application for patent or inventor's certificate or of any PCT international application having a filing date before that of the application on which priority is claimed.

NONE

I hereby claim the benefit under Title 35, United States Code, § 119(e) of any United States provisional applications(s) listed below:

60/108,762
(Application Number)

November 17, 1998
(Filing Date)

60/141,994
(Application Number)

July 1, 1999
(Filing Date)

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code § 112, I acknowledge the duty to disclose information that is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 that became available between the filing date of the prior application and the national or PCT international filing date of this application.

NONE

I hereby appoint the following attorney(s) and/or agent(s) to prosecute this application, to file any corresponding international application(s), and to transact all business in the Patent and Trademark Office connected therewith:

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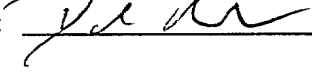
Direct all telephone calls to Micah D. Stolowitz at telephone number (503) 224-3380.

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I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of first joint inventor: David Resnick

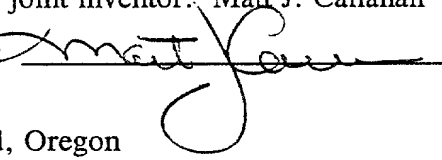
Inventor's signature:  11/15/99
Date

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Full name of second joint inventor: Matt J. Callanan

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